

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE IMAX CORPORATION
SECURITIES LITIGATION

06 CIV. 6128 (NRB)

ECF Case

**DECLARATION OF JAMES D. MATHEWS IN SUPPORT OF
DEFENDANTS IMAX CORPORATION, RICHARD L. GELFOND,
BRADLEY J. WECHSLER, FRANCIS T. JOYCE AND KATHRYN A. GAMBLE'S
OPPOSITION TO PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

I, JAMES D. MATHEWS, declare as follows:

1. I am a member of the bar of this Court and an associate at the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel for defendants IMAX Corporation, Richard L. Gelfond, Bradley J. Wechsler, Francis T. Joyce, and Kathryn A. Gamble ("The IMAX Defendants") in the above-captioned adversary proceeding. I respectfully submit this declaration in support of the IMAX Defendants' Opposition to Plaintiffs' Motion for Class Certification.

2. Annexed to this declaration are true and correct copies of the following documents, which the IMAX Defendants cite and rely on in their Memorandum of Law:

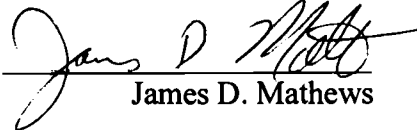
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| Exhibit A | Excerpts from the Transcript of the Deposition of Richard Snow taken on May 6, 2010. |
| Exhibit B | Reasons for Decision: Rule 21 Motion and Motion for Certification, dated December 14, 2009, filed in <u>Silver v. IMAX Corp.</u> , Court File No. CV-06-3257-00, Ontario Superior Court of Justice, Canada. |
| Exhibit C | Client Retention Letter between Snow Capital Investment Partners, L.P. and The Law Office of Alfred G. Yates Jr., P.C., dated September 26, 2006, Bates Nos. SNOW00711 through SNOW00712. |

THIS DECLARATION CONTAINS CONFIDENTIAL INFORMATION. PURSUANT TO ¶ 7 OF THE STIPULATION AND ORDER GOVERNING CONFIDENTIAL MATERIAL, ENTERED NOVEMBER 3, 2008, PORTIONS OF THE ELECTRONICALLY-FILED DECLARATION, INCLUDING EXHIBITS A, C, G AND I, HAVE BEEN FILED WITH THE COURT UNDER SEAL.

- Exhibit D Corrected Certification of Snow Capital Investment Partners, L.P., dated April 29, 2010.
- Exhibit E Letter from Mark S. Reich to Lewis J. Liman, James D. Mathews, M. Byron Wilder, and Samantha A. Lunn, dated May 26, 2010.
- Exhibit F IMAX Corp. Press Release, dated August 9, 2006.
- Exhibit G Confidential Private Offering Memorandum of Snow Capital Investment Partners, L.P., dated September 30, 2002, Bates Nos. SNOW00179 through SNOW00198.
- Exhibit H Statement of Claim, dated September 20, 2006, filed in Silver v. IMAX Corp., Court File No. CV-06-3257-00, Ontario Superior Court of Justice, Canada.
- Exhibit I Excerpts from the Transcript of the Deposition of Michael A. Marek taken on January 23, 2009.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: New York, New York
June 10, 2010.


James D. Mathews